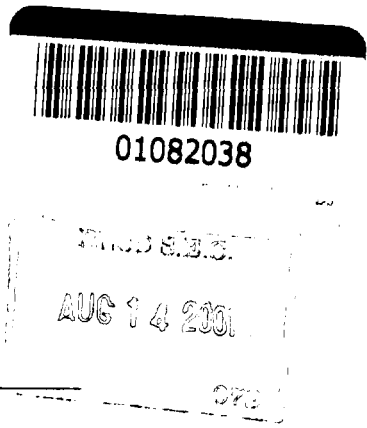


NON-CONFIDENTIAL

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



Form 13F

**13FCONF** Form 13F CONFIDENTIAL COVER PAGE  
8/14/02

Report for the Calendar Year or Quarter Ended: June 30, 2001

Check here if Amendment [ ] ; Amendment Number: \_\_\_\_\_  
This Amendment (Check only one.): [ ] is a restatement  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Lehman Brothers Holdings Inc.  
Address: 3 World Financial Center  
New York, New York 10285

**CONFIDENTIAL TREATMENT EXPIRED**

Form 13F File Number: 28-3182

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Oliver Budde  
Title: Vice President  
Phone: 646 836-2143

PROCESSED

JUN 01 2005

Signature, Place and Date of Signing:

New York, NY

August 13, 2001

THOMSON  
FINANCIAL

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by another reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F CONFIDENTIAL SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
Form 13F Information Table Entry Total: 155  
Form 13F Information Table Value Total 2,774,046  
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
<u>1</u>	<u>28-1159</u>	<u>Lehman Brothers Inc.</u>

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NAME OF ISSUER	TITLE OF		VALUE (XS1000)	SHRS OR SH/		PUT/ INVESTMENT	OTHER	VOTING AUTHORITY		
	CLASS	CUSIP		PRN	AMT			CALL	DISCRETION	MANAGERS
WTS ELAN CORP PLC	COMMON	G29539155	396	440400	SH	DEFINED	01	440400	0	0
WTS ELAN CORP PLC	COMMON	G29539163	2229	441400	SH	DEFINED	01	441400	0	0
AEROSPACE CREDITORS	COMMON	008017105	70	56034	SH	DEFINED	01	56034	0	0
ALZA CORP SUB LIQUID YIELD OPT	CBONDCNV	022615AC2	6150	5000000	SH	DEFINED	01	5000000	0	0
AMERICAN GENERAL CORP	COMMON	026351106	245023	5275000	SH	DEFINED	01	5275000	0	0
***APCO ARGENTINA INC (CAYMEN	COMMON	037489101	1074	41100	SH	DEFINED	01	0	0	41100
ASIA PACIFIC FUND INC	COMMON	044901106	189	22900	SH	DEFINED	01	22900	0	0
AURORA BIOSCIENCES CORP	COMMON	051920106	1664	53700	SH	DEFINED	01	53700	0	0
AVATAR HOLDINGS INC	CBONDCNV	053494AD2	6434	6800000	SH	DEFINED	01	6800000	0	0
C R BARD INC	COMMON	067383109	28475	500000	SH	DEFINED	01	500000	0	0
WTS BRADLEES INC	COMMON	104499116	24	48652	SH	DEFINED	01	48652	0	0
CSF HOLDINGS INC-ESCROW	COMMON	126335991	0	149700	SH	DEFINED	01	149700	0	0
CALIFORNIA COASTAL COMMUNITIES	COMMON	129915203	783	167726	SH	DEFINED	01	167726	0	0
CONSTELLATION ENERGY GROUP INC	COMMON	210371100	74550	1750000	SH	DEFINED	01	1750000	0	0
CUMULUS MEDIA INC-CL A	CLASS	231082108	30879	2261339	SH	DEFINED	01	2261339	0	0
EBS PENSION L L C-UNIT	COMMON	268246105	0	219027	SH	DEFINED	01	219027	0	0
EDISON BROTHERS STORES INC NEW	COMMON	280875303	0	227122	SH	DEFINED	01	227122	0	0
WTS ELAN PLC	WARRANT	284131703	18630	213900	SH	DEFINED	01	213900	0	0
D WTS FEDERATED DEPARTMENT	WARRANT	31410H127	4606	335000	SH	DEFINED	01	335000	0	0
FRANCE GROWTH FUND INC	COMMON	35177K108	2109	255023	SH	DEFINED	01	255023	0	0
GALILEO INTERNATIONAL INC	COMMON	363547100	10157	312542	SH	DEFINED	01	312542	0	0
GRANT PRIDECO INC	COMMON	38821G101	28797	1646500	SH	DEFINED	01	1646500	0	0
HEARTLAND PARTNERS LP	COMMON	422357103	2717	187400	SH	DEFINED	01	187400	0	0
HOMESTAKE MINING CO	COMMON	437614100	209	27043	SH	DEFINED	01	27043	0	0
HONEYWELL INTL INC	COMMON	438516106	96222	2750000	SH	DEFINED	01	2750000	0	0
INTERNET CAPITAL GROUP	CBONDCNV	46059CAA4	712	2000000	SH	DEFINED	01	2000000	0	0
JAPAN EQUITY FUND INC	COMMON	471057109	1138	184200	SH	DEFINED	01	184200	0	0
LIMITED INC	COMMON	532716107	375	22580	SH	DEFINED	01	0	0	22580
NEW GERMANY FUND INC	COMMON	644465106	4810	683300	SH	DEFINED	01	683300	0	0
NIAGARA MOHAWK HOLDINGS INC	COMMON	653520106	65196	3685500	SH	DEFINED	01	3685500	0	0
NOVA CORP-GA	COMMON	669784100	9435	300000	SH	DEFINED	01	300000	0	0
PACIFIC GULF PROPERTIES INC	REIT	694396102	431	88300	SH	DEFINED	01	88300	0	0
PETRIE STORES LIQUIDATING TR	COMMON	716437108	469	519100	SH	DEFINED	01	519100	0	0
PETSMART INC	CBONDCNV	716768AB2	8787	9250000	SH	DEFINED	01	9250000	0	0
PROGRESS ENERGY INC	COMMON	743263105	695	14857	SH	DEFINED	01	0	0	14857
R G S ENERGY GROUP INC	COMMON	74956K104	4837	129000	SH	DEFINED	01	129000	0	0
SANMINA CORP	CBONDCNV	800907AC1	7577	21270000	SH	DEFINED	01	21270000	0	0
SIRIUS SATELLITE RADIO INC	COMMON	829660103	5666	464389	SH	DEFINED	01	0	0	464389
SIRIUS SATELLITE RADIO INC	COMMON	829660103	6095	500000	SH	DEFINED	01	500000	0	0
SONICBLUE INC	COMMON	83546Q109	541	164200	SH	DEFINED	01	164200	0	0
SPRINGS INDUSTRIES INC-CL A	COMMON	851783100	8533	193500	SH	DEFINED	01	193500	0	0
3COM CORP	COMMON	885535104	4751	1000374	SH	DEFINED	01	1000374	0	0
TOWN & COUNTY CORP-6 3/4 CONV PFD	COMMON	892027400	75	49580	SH	DEFINED	01	49580	0	0
WACHOVIA CORP NEW	COMMON	929771103	17787	250000	SH	DEFINED	01	250000	0	0
DEL WEBB CORP	COMMON	947423109	21004	542900	SH	DEFINED	01	542900	0	0
WISCONSIN CENTRAL	COMMON	976592105	7481	447200	SH	DEFINED	01	447200	0	0

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHRS OR PRN	SH/ AMT	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY		
									SOLE	SHARED	NONE
ARM FINL GROUP INC	PREFERED	001944404	703	201000	SH		DEFINED	01	201000	0	0
ABN AMRO NORTH AMER CAP FDG	PREFERED	00371G105	21693	21500	SH		DEFINED	01	21500	0	0
ABN AMRO NORTH AMERICA INC	PREFERED	003714102	2231	23000	SH		DEFINED	01	23000	0	0
ABN AMRO NORTH AMERICA INC	PREFERED	003714805	15036	15000	SH		DEFINED	01	15000	0	0
ABN AMRO NORTH AMER INC-6.075%	PREFERED	003714870	1293	12850	SH		DEFINED	01	12850	0	0
AFFYMETRIX INC	CBONDCNV	00826TAD0	896	1400000	SH		DEFINED	01	1400000	0	0
AKAMAI TECHNOLOGIES INC	COMMON	00971T101	1456	158800	SH		DEFINED	01	158800	0	0
ALLERGAN INC	CBONDCNV	018490AA0	3504	5530000	SH		DEFINED	01	5530000	0	0
ALLERGAN INC	CBONDCNV	018490AB8	26395	41650000	SH		DEFINED	01	41650000	0	0
ALZA CORP SUB LIQUID YIELD OPT	CBONDCNV	022615AC2	5904	4800000	SH		DEFINED	01	4800000	0	0
***APCO ARGENTINA INC (CAYMEN	COMMON	037489101	12396	474049	SH		DEFINED	01	474049	0	0
ARCH WIRELESS INC	COMMON	039392105	971	5890131	SH		DEFINED	01	5890131	0	0
AT HOME CORP	CBONDCNV	045919AC1	1389	5613000	SH		DEFINED	01	5613000	0	0
AT HOME CORP	CBONDCNV	045919AF4	766	2313000	SH		DEFINED	01	2313000	0	0
AVIVA PETROLEUM INC NEW	COMMON	05379P205	11	129662	SH		DEFINED	01	129662	0	0
RTS BANK UNITED CORP	COMMON	065416117	20	61560	SH		DEFINED	01	61560	0	0
BEA SYSTEMS INC	CBONDCNV	073325AD4	2909	2500000	SH		DEFINED	01	2500000	0	0
WTS BIRCH TELECOM	COMMON	09069B112	105	21160	SH		DEFINED	01	21160	0	0
CALPINE CORP	COMMON	131347106	7801	206400	SH		DEFINED	01	206400	0	0
CELESTICA INC	CBONDCNV	15101QAA6	15590	34218000	SH		DEFINED	01	34218000	0	0
CHROMATICS INTL INC	COMMON	171116403	0	40000	SH		DEFINED	01	40000	0	0
CITRIX SYSTEMS INC	CBONDCNV	177376AB6	11431	20278000	SH		DEFINED	01	20278000	0	0
COMVERSE TECHNOLOGY INC	CBONDCNV	205862AG0	44158	16593001	SH		DEFINED	01	16593001	0	0
COMVERSE TECHNOLOGY INC	CBONDCNV	205862AJ4	22186	26771000	SH		DEFINED	01	26771000	0	0
CONEXANT SYSTEMS INC	CBONDCNV	207142AD2	1263	2800000	SH		DEFINED	01	2800000	0	0
CONEXANT SYSTEMS INC	CBONDCNV	207142AF7	1234	2735000	SH		DEFINED	01	2735000	0	0
CRITICAL PATH INC	COMMON	22674V100	158	155800	SH		DEFINED	01	155800	0	0
CRITICAL PATH INC	CBONDCNV	22674VAA8	23	100000	SH		DEFINED	01	100000	0	0
CROWN CASTLE INTL CORP	COMMON	228227104	256	15656	SH		DEFINED	01	15656	0	0
CUMMINS INC	COMMON	231021106	1381	35700	SH		DEFINED	01	35700	0	0
CURAGEN CORP	COMMON	23126R101	2864	78700	SH		DEFINED	01	78700	0	0
CURAGEN CORP	CBONDCNV	23126RAC5	4177	4843000	SH		DEFINED	01	4843000	0	0
CYPRESS SEMICONDUCTOR CORP	CBONDCNV	232806AF6	3768	4540000	SH		DEFINED	01	4540000	0	0
DEVON ENERGY CORPORATION NEW	CBONDCNV	25179MAD5	7106	15200000	SH		DEFINED	01	15200000	0	0
DIAMOND OFFSHORE DRILLING INC	CBONDCNV	25271CAC6	16325	34100000	SH		DEFINED	01	34100000	0	0
DUKE ENERGY CORP	COMMON	264399585	2477	96600	SH		DEFINED	01	96600	0	0
DUPONT PHOTOMASKS INC	CBONDCNV	26613XAC5	1840	2000000	SH		DEFINED	01	2000000	0	0
EVI INC-5% CONV SUB DEBS	COMMON	268939402	1502	30500	SH		DEFINED	01	30500	0	0
EL PASO CGP CO	COMMON	28335P309	3556	99600	SH		DEFINED	01	99600	0	0
EL PASO CORP	CBONDCNV	28336LAA7	11343	27500000	SH		DEFINED	01	27500000	0	0
EQUITY RESIDENTIAL PPTYS TRUST	COMMON	29476L883	4935	157930	SH		DEFINED	01	157930	0	0
FIRST DATA CORP	COMMON	319963104	1844	28710	SH		DEFINED	01	28710	0	0
FOREST OIL CORP	COMMON	346091705	109528	3911737	SH		DEFINED	01	3911737	0	0
GENZYME CORP	CBONDCNV	372917AJ3	20544	19850000	SH		DEFINED	01	19850000	0	0
GILEAD SCIENCES INC	CBONDCNV	375558AA1	17565	12775000	SH		DEFINED	01	12775000	0	0
GILEAD SCIENCES INC	CBONDCNV	375558AB9	6345	4615000	SH		DEFINED	01	4615000	0	0
GLOBAL TELESYSTEMS INC DEP SH	COMMON	37936U609	105	210200	SH		DEFINED	01	210200	0	0
HEALTHSOUTH CORP	CBONDCNV	421924AF8	567	600000	SH		DEFINED	01	600000	0	0
HEALTHAXIS INC	COMMON	42219D100	533	420000	SH		DEFINED	01	420000	0	0
INHALE THERAPEUTIC SYS INC	CBONDCNV	457191AH7	3143	4700000	SH		DEFINED	01	4700000	0	0
INNKEEPERS USA TRUST 8.625%	PREFCONV	4576J0302	5723	261000	SH		DEFINED	01	261000	0	0
INTERLIANT INC	CBONDCNV	458742AA1	167	1000000	SH		DEFINED	01	1000000	0	0
INTERPUBLIC GROUP COS INC	CBONDCNV	460690AF7	927	1000000	SH		DEFINED	01	1000000	0	0
IVAX CORP	COMMON	465823102	780	20000	SH		DEFINED	01	20000	0	0
J P MORGAN CHASE & CO	COMMON	46625H100	446	10000	SH		DEFINED	01	10000	0	0
JONES APPAREL GROUP INC	COMMON	480074103	1080	25000	SH		DEFINED	01	25000	0	0
JUNIPER NETWORKS INC	CBONDCNV	48203RAA2	6423	9015000	SH		DEFINED	01	9015000	0	0
KERR-MCGEE CORP	CBONDCNV	492386AP2	2739	2277000	SH		DEFINED	01	2277000	0	0
L-3 COMMUNICATIONS HLDGS	CBONDCNV	502424AB0	11339	9702000	SH		DEFINED	01	9702000	0	0
***LENNAR CORP	CBONDCNV	526057AA2	166	282000	SH		DEFINED	01	282000	0	0
MAGNA INTERNATIONAL INC	CBONDCNV	559222AE4	16215	14725000	SH		DEFINED	01	14725000	0	0
MAGNA INTL INC	CBONDCNV	559222AG9	4507	4530000	SH		DEFINED	01	4530000	0	0
GREG MANNING AUCTIONS INC	COMMON	563823103	220	105000	SH		DEFINED	01	105000	0	0
MARRIOTT INTL INC NEW	CBONDCNV	571903AA1	50980	58430000	SH		DEFINED	01	58430000	0	0
MERRILL LYNCH & CO INC	CBONDCNV	590188A65	54092	106850000	SH		DEFINED	01	6850000	0	0
MIRANT TR I	COMMON	60467Q102	6357	88300	SH		DEFINED	01	88300	0	0
NATIONAL DATA CORP	CBONDCNV	635621AA3	3328	3200000	SH		DEFINED	01	3200000	0	0
NEW PLAN EXCEL REALTY TR INC	PREFCONV	648053205	4149	163700	SH		DEFINED	01	163700	0	0
OFFICE DEPOT INC	CBONDCNV	676220AB2	294	500000	SH		DEFINED	01	500000	0	0
OMNICARE INC	CBONDCNV	681904AD0	832	954000	SH		DEFINED	01	954000	0	0
POGO PRODUCING CO SUB NT CONV	CBONDCNV	730448AE7	11094	12242000	SH		DEFINED	01	12242000	0	0
QUANTA SVCS INC	CBONDCNV	74762EAA0	9822	13456000	SH		DEFINED	01	13456000	0	0
RAYTHEON CO	COMMON	755111606	12793	260500	SH		DEFINED	01	260500	0	0
RES-CARE INC	COMMON	760943100	332	40300	SH		DEFINED	01	40300	0	0
RES-CARE INC	CBONDCNV	760943AA8	353	500000	SH		DEFINED	01	500000	0	0
***ROYAL BANK OF SCOTLAND GRP	PREFERED	780097804	766	30000	SH		DEFINED	01	0	0	30000
SPX CORP	CBONDCNV	784635AC8	9998	14840000	SH		DEFINED	01	14840000	0	0
SEACOR HOLDINGS INC	CBONDCNV	811904AE1	700	530680	SH		DEFINED	01	530680	0	0
SENSORMATIC ELECTRONICS CORP	COMMON	817265606	143	13088	SH		DEFINED	01	13088	0	0
SENSORMATIC ELECTRONICS CORP	PREFCONV	817265200	519	21000	SH		DEFINED	01	21000	0	0
SENSORMATIC ELECTRS CORP	PREFCONV	817265804	2574	104000	SH		DEFINED	01	104000	0	0
***SEPRACOR INC	CBONDCNV	817315AJ3	304	450000	SH		DEFINED	01	450000	0	0
SICOR INC	COMMON	825846108	1641	71061	SH		DEFINED	01	71061	0	0
SIMON PROPERTY GROUP INC NEW	COMMON	828806406	20559	255392	SH		DEFINED	01	255392	0	0
SINCLAIR BROADCAST GROUP INC	PREFCONV	829226505	3450	120000	SH		DEFINED	01	120000	0	0
SIX FLAGS INC	COMMON	83001P109	387	18400	SH		DEFINED	01	18400	0	0
SOLETRON CORP	CBONDCNV	834182AK3	29029	58059000	SH		DEFINED	01	58059000	0	0
SOVEREIGN BANCORP INC	PREFCONV	845905306	1914	26595	SH		DEFINED	01	26595	0	0
TXU CORP	COMMON	873168207	3746	72400	SH		DEFINED	01	72400	0	0

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TERAYON COMMUNICATION SYSTEMS	COMMON	880775101	2071	338400	SH	DEFINED	01	338400	0	0
TESORO PETE CORP	PREFCONV	881609408	432	35000	SH	DEFINED	01	35000	0	0
***TEVA PHARMACEUTICAL	ADR	881624209	4093	65700	SH	DEFINED	01	65700	0	0
THERMO FIBERTEK INC	CBONDCNV	88355WAA3	10671	11615000	SH	DEFINED	01	11615000	0	0
***THERMO ELECTRON CORP	CBONDCNV	883556AF9	31474	32406000	SH	DEFINED	01	32406000	0	0
THERMO ELECTRON CONV BD	CBONDCNV	883556AH5	12494	13435000	SH	DEFINED	01	13435000	0	0
TRIBUNE CO NEW (PHONES)	COMMON	896047305	2684	22580	SH	DEFINED	01	22580	0	0
TRIQUINT SEMICONDUCTOR INC	CBONDCNV	89674KAB9	1522	2100000	SH	DEFINED	01	2100000	0	0
***TYCO INTERNATIONAL LTD	COMMON	902124106	7121	130669	SH	DEFINED	01	0	0	130669
***TYCO INTERNATIONAL LTD	COMMON	902124106	1171399	21493572	SH	DEFINED	01	21493572	0	0
TYCO INTL LTD NEW	CBONDCNV	902124AC0	29749	39208000	SH	DEFINED	01	39208000	0	0
TYCO INTL LTD NEW	CBONDCNV	902124AC0	24659	32500000	SH	DEFINED	01	32500000	0	0
UNITED STATES CELLULAR CORP	CBONDCNV	911684AA6	2138	3923000	SH	DEFINED	01	3923000	0	0
UTILICORP UNITED INC	COMMON	918005877	1722	52250	SH	DEFINED	01	52250	0	0
VERTEX PHARMACEUTICALS INC	CBONDCNV	92532FAC4	228	280000	SH	DEFINED	01	280000	0	0
VITESSE SEMICONDUCTOR CORP	CBONDCNV	928497AA4	3349	3995300	SH	DEFINED	01	3995300	0	0
VITESSE SEMICONDUCTOR CORP	CBONDCNV	928497AB2	13384	16731000	SH	DEFINED	01	16731000	0	0
VORNADO REALTY TRUST-6.50%	PREFERED	929042208	3030	55000	SH	DEFINED	01	55000	0	0
WASHINGTON MUT INC	COMMON	939322871	6000	70800	SH	DEFINED	01	70800	0	0
WEATHERFORD INTL INC NEW	CBONDCNV	947074AB6	3930	6430000	SH	DEFINED	01	6430000	0	0